

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF MISSOURI

THOMAS A. CONNELLY, IN HIS	)	
CAPACITY AS EXECUTOR OF THE	)	Case No. 4:19-cv-01410-SRC
ESTATE OF MICHAEL P. CONNELLY, SR.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	
	)	
THE UNITED STATES OF AMERICA,	)	
DEPARTMENT OF THE TREASURY,	)	
INTERNAL REVENUE SERVICE,	)	
	)	
Defendant.	)	
_____	)	

**FIRST STIPULATION**

**WHEREAS**, this is a federal estate tax refund case involving a dispute over the fair market value of Michael P. Connelly, Sr.'s interest in Crown C Supply, Inc., as of October 1, 2013;

**WHEREAS**, the parties stipulate as follows:

1. Michael P. Connelly, Sr., and Thomas A. Connelly (collectively the "Connelly Brothers" and each a "Connelly Brother") made a business decision to execute the Amended and Restated Stock Purchase Agreement, dated August 29, 2001 (the "Stock Purchase Agreement," previously marked as Exhibit C);
2. The Connelly Brothers executed the Stock Purchase Agreement, in part, to ensure that their family continued to own and operate Crown C Supply Company, Inc. (the "Company");
3. The Connelly Brothers executed the Stock Purchase Agreement to satisfy their respective estate planning objectives;
4. The Stock Purchase Agreement generally provided that upon one Connelly Brother's death, the surviving brother had the right to purchase the deceased brother's Company stock. But if the surviving brother did not elect to purchase the stock, then the Company was

obligated to purchase the deceased brother's Company stock;

5. The Connelly Brothers agreed that when the first brother died, that the surviving brother could waive his right to purchase the deceased brother's Company stock so that the Company would be obligated to purchase the deceased brother's stock;

6. The Connelly Brothers caused the Company to fund its Stock Purchase Agreement obligations by employing life insurance policies payable upon each Connelly Brother's death;

7. Article VIII (B) of the Stock Purchase Agreement also provides: in the event of a sale and purchase under Article V (Death), and the proceeds collected from any life insurance owned by the surviving Stockholders or the Company on which the Decedent Stockholder was the insured are sufficient to pay the Purchase Price in full, the full amount of said Purchase Price shall be paid on the Closing Date to the Legal Representative of the Decedent Stockholder, and any remaining proceeds may be retained by the beneficiary thereof. If the Purchase Price exceeds the proceeds of any life insurance collected, the insurance proceeds shall be paid on the Closing Date directly to the Legal Representative of the Decedent Stockholder and the balance of the Purchase Price shall be evidenced by a promissory note identical (except for principal amount) to the Promissory Note described in Paragraph A of this Article VIII, which shall be delivered to and in favor of the estate of the Decedent Stockholder, with the maker being the Remaining Stockholder(s)."

8. The Connelly Brothers intended that, after the first of them died, the Company would buy the deceased brother's Company stock from the deceased brother's estate with the life insurance policy proceeds the Company received after the brother's death.

9. After Michael P. Connelly, Sr., died, the Company purchased his Company stock;

10. After Michael P. Connelly, Sr., died, the Company purchased his Company stock from his estate with the life insurance policy proceeds the Company received after his death.

Date: December 15, 2020

/s/ Robert L. Devereux

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STATES**

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